

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

RICHARD E. KAPLAN,

Plaintiff,

v.

FIRST HARTFORD,

Defendant.

Civil Action No. 04-10402-NMG

RICHARD E. KAPLAN,

Plaintiff,

v.

FIRST HARTFORD,

Defendant.

Civil Action No. 05-10320-NMG

**FIRST HARTFORD CORPORATION'S
PRETRIAL MEMORANDUM**

Pursuant to Rule 5.01(d) of the Expense and Delay Reduction Plan, defendant First Hartford Corporation ("First Hartford") hereby submits the following Pretrial Memorandum. Counsel for plaintiff Richard E. Kaplan ("Kaplan") has informed First Hartford's counsel that Kaplan is not currently able to submit his portion of a Joint Pretrial Memorandum. Accordingly, to comply with the schedule set by the Court, First Hartford files this Pretrial Memorandum solely on its own behalf. First Hartford reserves the right to revise and/or supplement this submission after having reviewed Kaplan's Pretrial Memorandum.

A. First Hartford's Concise Summary of Evidence.

First Hartford expects to offer evidence that the proxy materials distributed by First Hartford in connection with the January 22, 2004 and February 24, 2005 annual shareholders meetings did not contain false or misleading statements or omissions of material fact.

In particular, First Hartford will offer evidence that:

1. First Hartford maintains documentation of the terms of transactions between First Hartford and Neil Ellis ("Ellis") and related entities (the "Transactions").
2. Relevant information about the Transactions is included in First Hartford's filings with the SEC.
3. The Transactions solely benefited First Hartford and its shareholders, not Ellis.
4. Ellis never sought or received any payments in exchange for providing his personal guaranty on any loans for First Hartford.
5. Kaplan and other First Hartford shareholders have always been well aware that First Hartford's stock is thinly traded and not listed on any exchange and that, at any given time, a shareholder seeking to sell his stock may not always be able to find a willing buyer at the desired price.
6. Kaplan has not sought to buy or sell any First Hartford stock in the last five years.

B. Undisputed Facts.

1. First Hartford is a Maine corporation with a principal place of business in Manchester, Connecticut. First Hartford is in the business of purchasing, developing, owning, managing, and selling real estate. First Hartford has more than 3,000,000 shares of common stock issued and outstanding.
2. First Hartford's common stock is registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.
3. Neil H. Ellis serves as President and a director of First Hartford.

C. Contested Issues of Fact.

All factual allegations in the complaints in Kaplan v. First Hartford, C.A. No. 04-10402-NMG and C.A. No. 05-10320-NMG, except the factual allegations set forth in Section B above.

D. Jurisdictional Questions.

None.

E. Pending Motions.

First Hartford has filed a motion for summary judgment. The plaintiff has opposed that motion. First Hartford has filed a motion for leave to file a reply memorandum in response to plaintiff's opposition and in further support of First Hartford's motion for summary judgment.

F. Issues of Law.

First Hartford does not anticipate any unusual legal issues to arise during the course of trial.

G. Requested Amendments to Pleadings.

None.

H. Additional Matters to Aid Disposition.

None.

I. Probable Length of the Trial.

Three (3) to five (5) days.

J. Names of Witnesses to be Called by First Hartford.

First Hartford anticipates it may call all or some of the following fact witnesses listed below and reserves the right to call any of the witnesses identified by Kaplan in his Pretrial Memorandum. First Hartford expressly reserves the right to supplement its witness list as evidence and testimony are introduced at trial or for good cause shown. First Hartford further reserves the right to amend its witness list and call additional witnesses, if necessary, to rebut

testimony offered by any other of Kaplan's witnesses. First Hartford does not have any expert witnesses.

1. Richard E. Kaplan
2. David E. Kaplan
3. Neil Ellis
4. Stuart Greenwald

K. Proposed Exhibits.

First Hartford expressly reserves the right to amend and/or supplement its exhibit list after having reviewed Kaplan's Pretrial Memorandum and up to the time of trial. First Hartford further reserves the right to use charts or enlargements during the course of trial as needed. In addition, First Hartford expressly reserves the right to offer exhibits not listed below for rebuttal and impeachment at the time of trial.

1. Minutes of a Special Meeting of Stockholders of First Hartford dated 2/13/86
2. Minutes of a Special Meeting of the Directors of First Hartford dated 4/14/97
3. Minutes of a Special Meeting of the Board of Directors of First Hartford dated 10/14/97
4. Minutes of a Special Meeting of the Board of Directors of First Hartford dated 12/3/97
5. Minutes of a Special Annual Meeting of the Directors of First Hartford dated 9/17/02
6. Minutes of a Special Meeting of the Board of Directors of First Hartford dated 11/17/03
7. Minutes of Annual Meeting dated 1/22/04
8. Minutes of a Special Meeting of the Board of Directors of First Hartford dated 2/11/04
9. Minutes of Annual Meeting dated 2/24/05
10. Form 10-K for First Hartford for Fiscal Year ending 4/30/86

11. Form 10-K for First Hartford for Fiscal Year ending 4/30/87
12. Form 10-K for First Hartford for Fiscal Year ending 4/30/88
13. Form 10-K for First Hartford for Fiscal Year ending 4/30/89
14. Form 10-K for First Hartford for Fiscal Year ending 4/30/90
15. Form 10-K for First Hartford for Fiscal Year ending 4/30/91
16. Form 10-K for First Hartford for Fiscal Year ending 4/30/92
17. Form 10-K for First Hartford for Fiscal Year ending 4/30/93
18. Form 10-K for First Hartford for Fiscal Year ending 4/30/94
19. Form 10-K for First Hartford for Fiscal Year ending 4/30/95
20. Form 10-K for First Hartford for Fiscal Year ending 4/30/96
21. Form 10-K for First Hartford for Fiscal Year ending 4/30/97
22. Form 10-K for First Hartford for Fiscal Year ending 4/30/98
23. Form 10-K for First Hartford for Fiscal Year ending 4/30/99
24. Form 10-K for First Hartford for Fiscal Year ending 4/30/00
25. Form 10-K for First Hartford for Fiscal Year ending 4/30/01
26. Form 10-K for First Hartford for Fiscal Year ending 4/30/02
27. Form 10-K for First Hartford for Fiscal Year ending 4/30/03
28. Form 10-K for First Hartford for Fiscal Year ending 4/30/04
29. Form 10-K for First Hartford for Fiscal Year ending 4/30/05
30. General Indemnity Agreement dated 9/25/00
31. Program Bond List, Bonds & L/C List 1/1/00-9/25/03
32. Indemnity Agreement (Environmental Indemnity) dated 12/21/00
33. Loan Agreement dated 10/24/01 between General Electric Capital Corporation and Dover Parkade LLC
34. Completion Guaranty dated 9/4/01

35. Guaranty and Suretyship Agreement dated 4/10/03 between Citizens Bank of Connecticut and CP Associates LLC
36. Guaranty and Suretyship Agreement dated 1/4/00 between Citizens Bank of Connecticut and Putnam Parkade, Inc.
37. 8/25/03 Letter Amendment and documents related to 7/2/02 Commitment between Protective Life Insurance Company and Plainfield Shopping Parkade
38. Note dated 7/11/02 between M&T Bank and Neil H. Ellis
39. Resolution to Authorize Guaranty Schedule A to General Certificate dated 7/11/02
40. Closing book for M&T Bank/Journal Publishing transaction
41. Certificate of Resolution of First Hartford dated 12/19/03
42. 1987 IRS Form 1065 for Scitico Gardens Limited Partnership c/o First Hartford Realty Corp.
43. Limited Partnership Agreement between Parkade Center, LLC and Hartford-Lubbock Limited Partnership dated 12/19/98
44. Tally sheet
45. Lead Tech, Inc. Invoices
46. Cancelled Pledge Agreement dated 5/6/97
47. Cancelled Pledge Agreement dated 7/1/92
48. Cancelled Pledge Agreement dated 5/19/93
49. Cancelled Pledge Agreement dated 5/6/97
50. Cancelled Pledge Agreement dated 4/30/85
51. Pledge Agreement dated 8/1/99
52. Pledge Agreement dated 2/9/05
53. Pledge Agreement dated 12/27/99
54. Pledge Agreement dated 9/23/86
55. Pledge Agreement dated 7/8/99
56. Requisition Summary Sheet and other spreadsheets dated 5/24/02

57. Fourth Amendment to Limited Partnership Agreement between Lubbock Parkade and Parkade Center, LLC dated 7/5/94
58. Exhibits A-D to the First Hartford Board of Directors Meeting Minutes dated 12/19/03
59. Limited Partnership Agreement between Parkade Center, LLC and Hartford-Lubbock Limited Partnership dated 12/19/98
60. Lead Tech Board of Directors' Approval of Assignment
61. Affidavit of Mailing dated 2/2/05
62. Various proxies, including proxies for Kaplan
63. ADP Client Proxy Spreadsheet for the January 22, 2004 annual meeting of First Hartford shareholders
64. ADP Client Proxy Spreadsheet for the February 24, 2005 annual meeting of First Hartford shareholders
65. First Hartford Unanimous Written Consent of Board of Directors dated 9/13/04
66. Pledge Agreement and related documentation dated 4/9/03
67. Employee Rate Change sheets
68. Various memoranda and correspondence regarding First Hartford stockholders and stock
69. Schedule 13D filed by Kaplan with the SEC on or about 1/26/04
70. Schedule 13D filed by Kaplan with the SEC on or about 9/26/05
71. Confirmation of Release of Claim and Cancellation of Promissory Note
72. Stock certificates for Richard E. Kaplan and Leah S. Kaplan
73. Proxy materials for 1/22/04 annual meeting of First Hartford shareholders
74. Proxy materials for 2/24/05 annual meeting of First Hartford shareholders
75. Proxy materials for 11/30/05 annual meeting of First Hartford shareholders
76. By-laws of First Hartford
77. Transcript from 2/24/05 annual meeting of First Hartford shareholders
78. Shareholders lists for First Hartford

Respectfully submitted,

FIRST HARTFORD CORPORATION

By its attorneys,

/s/ Jonathan I. Handler

Jonathan I. Handler, BBO #561475

Jillian B. Hirsch, BBO #659531

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Dated: March 31, 2006

CERTIFICATE OF SERVICE

I, Jillian B. Hirsch, hereby certify that I have served the within *First Hartford Corporation's Pretrial Memorandum* by causing a copy to be mailed, first class postage prepaid and addressed to Larry C. Kenna, Choate, Hall & Stewart, Two International Place, Boston, Massachusetts, 02110, on this 31st day of March, 2006.

/s/ Jillian B. Hirsch

Jillian B. Hirsch